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f is 0;

n is 0 and w is 2, or n is 1 and w is 1, or n is 2 and w is 0;

 Y^2 is oxygen or sulfur;

R^1 is hydrogen, -CN, $-(CH_2)_qN(X^6)C(O)X^6$, $-(CH_2)_qN(X^6)C(O)(CH_2)_tA^1$,
 $-(CH_2)_qN(X^6)SO_2(CH_2)_tA^1$, $-(CH_2)_qN(X^6)SO_2X^6$, $-(CH_2)_qN(X^6)C(O)N(X^6)(CH_2)_tA^1$,
 $-(CH_2)_qN(X^6)C(O)N(X^6)(X^6)$, $-(CH_2)_qC(O)N(X^6)(X^6)$, $-(CH_2)_qC(O)N(X^6)(CH_2)_tA^1$,
 $-(CH_2)_qC(O)OX^6$, $-(CH_2)_qC(O)O(CH_2)_tA^1$, $-(CH_2)_qOX^6$, $-(CH_2)_qOC(O)X^6$,
 $-(CH_2)_qOC(O)(CH_2)_tA^1$, $-(CH_2)_qOC(O)N(X^6)(CH_2)_tA^1$, $-(CH_2)_qOC(O)N(X^6)(X^6)$,
 $-(CH_2)_qC(O)X^6$, $-(CH_2)_qC(O)(CH_2)_tA^1$, $-(CH_2)_qN(X^6)C(O)OX^6$,
 $-(CH_2)_qN(X^6)SO_2N(X^6)(X^6)$, $-(CH_2)_qS(O)_mX^6$, $-(CH_2)_qS(O)_m(CH_2)_tA^1$,
 $-(C_1-C_{10})alkyl$, $-(CH_2)_tA^1$, $-(CH_2)_q-(C_3-C_7)cycloalkyl$, $-(CH_2)_q-Y^1-(C_1-C_6)alkyl$,
 $-(CH_2)_q-Y^1-(CH_2)_tA^1$ or $-(CH_2)_q-Y^1-(CH_2)_t-(C_3-C_7)cycloalkyl$;

where the alkyl and cycloalkyl groups in the definition of R^1 are optionally substituted

with $(C_1-C_4)alkyl$, hydroxyl, $(C_1-C_4)alkoxy$, carboxyl, $-CONH_2$,

$-S(O)_m(C_1-C_6)alkyl$, $-CO_2(C_1-C_4)alkyl$ ester, 1H-tetrazol-5-yl or 1, 2 or 3 fluoro;

Y^1 is O, $S(O)_m$, $-C(O)NX^6$, $-CH=CH-$, $-C\equiv C-$, $-N(X^6)C(O)-$, $-C(O)O-$,

$-OC(O)N(X^6)-$ or $-OC(O)-$;

q is 0, 1, 2, 3 or 4;

t is 0, 1, 2 or 3;

said $(CH_2)_q$ group and $(CH_2)_t$ group may each be optionally substituted with hydroxyl,

$(C_1-C_4)alkoxy$, carboxyl, $-CONH_2$, $-S(O)_m(C_1-C_6)alkyl$,

$-CO_2(C_1-C_4)alkyl$ ester, 1H-tetrazol-5-yl, 1, 2 or 3 fluoro, or 1 or 2 $(C_1-C_4)alkyl$;

R^2 is hydrogen, $(C_1-C_8)alkyl$, $-(C_0-C_3)alkyl-(C_3-C_8)cycloalkyl$, $-(C_1-C_4)alkyl-A^1$ or A^1 ;

where the alkyl groups and the cycloalkyl groups in the definition of R^2 are

optionally substituted with hydroxyl, $-C(O)OX^6$, $-C(O)N(X^6)(X^6)$,

$-N(X^6)(X^6)$, $-S(O)_m(C_1-C_6)alkyl$, $-C(O)A^1$, $-C(O)(X^6)$, CF_3 , CN or 1, 2 or 3

halogen;

R^3 is A^1 , $(C_1-C_{10})alkyl$, $-(C_1-C_6)alkyl-A^1$, $-(C_1-C_6)alkyl-(C_3-C_7)cycloalkyl$,

$-(C_1-C_5)alkyl-X^1-(C_1-C_5)alkyl$, $-(C_1-C_5)alkyl-X^1-(C_0-C_5)alkyl-A^1$ or

$-(C_1-C_5)alkyl-X^1-(C_1-C_5)alkyl-(C_3-C_7)cycloalkyl$;

where the alkyl groups in the definition of R^3 are optionally substituted with,

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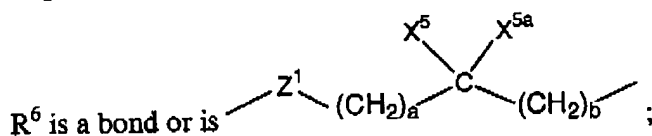
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-S(O)_m(C₁-C₆)alkyl, -C(O)OX³, 1, 2, 3, 4 or 5 halogens, or 1, 2 or 3 OX³;
 X¹ is O, S(O)_m, -N(X²)C(O)-, -C(O)N(X²)-, -OC(O)-, -C(O)O-, -CX²=CX²-,
 -N(X²)C(O)O-, -OC(O)N(X²)- or -C≡C-;

R⁴ is hydrogen, (C₁-C₆)alkyl or (C₃-C₇)cycloalkyl;

X⁴ is hydrogen or (C₁-C₆)alkyl or X⁴ is taken together with R⁴ and the nitrogen atom to which X⁴ is attached and the carbon atom to which R⁴ is attached and form a five to seven membered ring;



where a and b are independently 0, 1, 2 or 3;

X⁵ and X^{5a} are each independently selected from the group consisting of hydrogen, trifluoromethyl, A¹ and optionally substituted (C₁-C₆)alkyl;

the optionally substituted (C₁-C₆)alkyl in the definition of X⁵ and X^{5a} is optionally substituted with a substituent selected from the group consisting of A¹, OX², -S(O)_m(C₁-C₆)alkyl, -C(O)OX², (C₃-C₇)cycloalkyl, -N(X²)(X²) and -C(O)N(X²)(X²);

R⁷ and R⁸ are independently hydrogen or optionally substituted (C₁-C₆)alkyl;

where the optionally substituted (C₁-C₆)alkyl in the definition of R⁷ and R⁸ is optionally independently substituted with A¹, -C(O)O-(C₁-C₆)alkyl,

-S(O)_m(C₁-C₆)alkyl, 1 to 5 halogens, 1 to 3 hydroxy, 1 to 3 -O-C(O)(C₁-C₁₀)alkyl or 1 to 3 (C₁-C₆)alkoxy; or

R⁷ and R⁸ can be taken together to form -(CH₂)_r-L-(CH₂)_r;

where L is C(X²)(X²), S(O)_m or N(X²);

A¹ in the definition of R¹ is a partially saturated, fully saturated or fully unsaturated 4- to 8-membered ring optionally having 1 to 4 heteroatoms independently selected from the group consisting of oxygen, sulfur and nitrogen, a bicyclic ring system consisting of a partially saturated, fully unsaturated or fully saturated 5- or 6-membered ring, having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen, fused to a partially saturated, fully saturated or fully unsaturated 5- or 6-membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen;

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A^1 in the definition of R^2 , R^3 , R^6 , R^7 and R^8 is independently (C_5-C_7) cycloalkenyl, phenyl or a partially saturated, fully saturated or fully unsaturated 4- to 8- membered ring optionally having 1 to 4 heteroatoms independently selected from the group consisting of oxygen, sulfur and nitrogen, a bicyclic ring system consisting of a partially saturated, fully unsaturated or fully saturated 5- or 6- membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen, fused to a partially saturated, fully saturated or fully unsaturated 5- or 6- membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen;

A^1 for each occurrence is independently optionally substituted, in one or optionally both rings if A^1 is a bicyclic ring system, with up to three substituents, each substituent independently selected from the group consisting of F, Cl, Br, I, OCF_3 , OCF_2H , CF_3 , CH_3 , OCH_3 , $-OX^6$, $-C(O)N(X^6)(X^6)$, $-C(O)OX^6$, oxo, (C_1-C_6) alkyl, nitro, cyano, benzyl, $-S(O)_m(C_1-C_6)$ alkyl, 1H-tetrazol-5-yl, phenyl, phenoxy, phenylalkyloxy, halophenyl, methylenedioxy, $-N(X^6)(X^6)$, $-N(X^6)C(O)(X^6)$, $-SO_2N(X^6)(X^6)$, $-N(X^6)SO_2$ -phenyl, $-N(X^6)SO_2X^6$, $-CONX^{11}X^{12}$, $-SO_2NX^{11}X^{12}$, $-NX^6SO_2X^{12}$, $-NX^6CONX^{11}X^{12}$, $-NX^6SO_2NX^{11}X^{12}$, $-NX^6C(O)X^{12}$, imidazolyl, thiazolyl or tetrazolyl, provided that if A^1 is optionally substituted with methylenedioxy then it can only be substituted with one methylenedioxy;

where X^{11} is hydrogen or optionally substituted (C_1-C_6) alkyl;

the optionally substituted (C_1-C_6) alkyl defined for X^{11} is optionally independently substituted with phenyl, phenoxy, (C_1-C_6) alkoxycarbonyl, $-S(O)_m(C_1-C_6)$ alkyl 1 to 5 halogens, 1 to 3 hydroxy, 1 to 3 (C_1-C_{10}) alkanoyloxy or 1 to 3 (C_1-C_6) alkoxy;

X^{12} is hydrogen, (C_1-C_6) alkyl, phenyl, thiazolyl, imidazolyl, furyl or thienyl, provided that when X^{12} is not hydrogen, X^{12} is optionally substituted with one to three substituents independently selected from the group consisting of Cl, F, CH_3 , OCH_3 , OCF_3 and CF_3 ;

or X^{11} and X^{12} are taken together to form $-(CH_2)_r-L^1-(CH_2)_r$;

where L^1 is $C(X^2)(X^2)$, O, $S(O)_m$ or $N(X^2)$;

r for each occurrence is independently 1, 2 or 3;